

RECORDATION NO. 26031 FILED

DEC 15 2005 3:43 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 15, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 15, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

Lessee: Texas Oklahoma & Eastern Railroad Company
33405 Weyerhaeuser Way South
Federal Way, Washington 98003

Mr. Vernon A. Williams
December 15, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

56 railcars within the series TOE 7500 - TOE 7560 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), as lessor, has leased to Texas, Oklahoma & Eastern Railroad Company ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means that certain Schedule No. 5 to Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between Lessor, as lessor, and Lessee, as lessee, as amended by that certain Amendment No. 1 to Schedule No. 5, dated as of February 1, 1994, between Lessor, as lessor, and Lessee, as lessee, and as extended by that certain Extension No. 1 to Schedule No. 5, dated as of April 6, 2005, between Lessor, as lessor, and Lessee, as lessee, which incorporates by reference that certain Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between Lessor, as lessor, and Lessee, as lessee.

2. The addresses of the parties are as follows:

General Electric Railcar Services Corporation (Lessor)
161 North Clark Street
Chicago, IL 60601

Texas, Oklahoma & Eastern Railroad Company (Lessee)
33663 Weyerhaeuser Way South
Federal Way WA 98003

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

[Execution on next page; remainder of this page intentionally left blank]

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DEC 15 '05 3-53 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed
as of December 15, 2005.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: [Signature]
Name: JAMES N. MURPHY
Title: VICE PRESIDENT

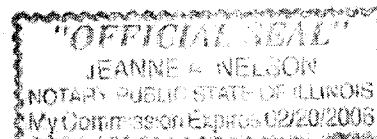
State of ILLINOIS
County of COOK

On December 15 2005, before me personally appeared James N. Murphy to me
personally known, who being by me duly sworn says that he is Vice President
of General Electric Railcar Services Corporation and that, as such officer, being duly authorized to
do so, he executed the foregoing instrument on behalf of said corporation.

[Signature]

Notary Public
My commission expires: 2/20/06

[NOTARIAL SEAL]



Description of Railcars

<u>Unit Count</u>	<u>Leasee</u>	<u>AAR</u>	
		<u>Reporting Mark</u>	
1	Texas, Oklahoma & Eastern Railroad Company	TOE	7500
2	Texas, Oklahoma & Eastern Railroad Company	TOE	7501
3	Texas, Oklahoma & Eastern Railroad Company	TOE	7502
4	Texas, Oklahoma & Eastern Railroad Company	TOE	7503
5	Texas, Oklahoma & Eastern Railroad Company	TOE	7504
6	Texas, Oklahoma & Eastern Railroad Company	TOE	7505
7	Texas, Oklahoma & Eastern Railroad Company	TOE	7506
8	Texas, Oklahoma & Eastern Railroad Company	TOE	7507
9	Texas, Oklahoma & Eastern Railroad Company	TOE	7508
10	Texas, Oklahoma & Eastern Railroad Company	TOE	7509
11	Texas, Oklahoma & Eastern Railroad Company	TOE	7510
12	Texas, Oklahoma & Eastern Railroad Company	TOE	7511
13	Texas, Oklahoma & Eastern Railroad Company	TOE	7512
14	Texas, Oklahoma & Eastern Railroad Company	TOE	7513
15	Texas, Oklahoma & Eastern Railroad Company	TOE	7514
16	Texas, Oklahoma & Eastern Railroad Company	TOE	7515
17	Texas, Oklahoma & Eastern Railroad Company	TOE	7516
18	Texas, Oklahoma & Eastern Railroad Company	TOE	7517
19	Texas, Oklahoma & Eastern Railroad Company	TOE	7518
20	Texas, Oklahoma & Eastern Railroad Company	TOE	7519
21	Texas, Oklahoma & Eastern Railroad Company	TOE	7520
22	Texas, Oklahoma & Eastern Railroad Company	TOE	7522
23	Texas, Oklahoma & Eastern Railroad Company	TOE	7523
24	Texas, Oklahoma & Eastern Railroad Company	TOE	7524
25	Texas, Oklahoma & Eastern Railroad Company	TOE	7525
26	Texas, Oklahoma & Eastern Railroad Company	TOE	7527
27	Texas, Oklahoma & Eastern Railroad Company	TOE	7528
28	Texas, Oklahoma & Eastern Railroad Company	TOE	7529
29	Texas, Oklahoma & Eastern Railroad Company	TOE	7530
30	Texas, Oklahoma & Eastern Railroad Company	TOE	7531
31	Texas, Oklahoma & Eastern Railroad Company	TOE	7532
32	Texas, Oklahoma & Eastern Railroad Company	TOE	7533
33	Texas, Oklahoma & Eastern Railroad Company	TOE	7534
34	Texas, Oklahoma & Eastern Railroad Company	TOE	7535
35	Texas, Oklahoma & Eastern Railroad Company	TOE	7536
36	Texas, Oklahoma & Eastern Railroad Company	TOE	7537
37	Texas, Oklahoma & Eastern Railroad Company	TOE	7538
38	Texas, Oklahoma & Eastern Railroad Company	TOE	7539
39	Texas, Oklahoma & Eastern Railroad Company	TOE	7540
40	Texas, Oklahoma & Eastern Railroad Company	TOE	7541
41	Texas, Oklahoma & Eastern Railroad Company	TOE	7542
42	Texas, Oklahoma & Eastern Railroad Company	TOE	7543
43	Texas, Oklahoma & Eastern Railroad Company	TOE	7544
44	Texas, Oklahoma & Eastern Railroad Company	TOE	7545
45	Texas, Oklahoma & Eastern Railroad Company	TOE	7546
46	Texas, Oklahoma & Eastern Railroad Company	TOE	7547
47	Texas, Oklahoma & Eastern Railroad Company	TOE	7548
48	Texas, Oklahoma & Eastern Railroad Company	TOE	7549
49	Texas, Oklahoma & Eastern Railroad Company	TOE	7550
50	Texas, Oklahoma & Eastern Railroad Company	TOE	7551
51	Texas, Oklahoma & Eastern Railroad Company	TOE	7552
52	Texas, Oklahoma & Eastern Railroad Company	TOE	7553
53	Texas, Oklahoma & Eastern Railroad Company	TOE	7554
54	Texas, Oklahoma & Eastern Railroad Company	TOE	7555
55	Texas, Oklahoma & Eastern Railroad Company	TOE	7557
56	Texas, Oklahoma & Eastern Railroad Company	TOE	7560

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/15/05



Robert W. Alvord